

Form **990****Return of Organization Exempt From Income Tax**

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

OMB No. 1545-0047

**2013**Department of the Treasury  
Internal Revenue Service

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990 and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).Open to Public  
Inspection**A** For the 2013 calendar year, or tax year beginning **JUN 11, 2013** and ending **DEC 31, 2013**

<b>B</b> Check if applicable:  <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input checked="" type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Application pending	<b>C</b> Name of organization <b>JUST Capital Foundation, Inc.</b>		<b>D</b> Employer identification number <b>36-4764467</b>
	Doing Business As		<b>E</b> Telephone number <b>(203) 863-6704</b>
	Number and street (or P.O. box if mail is not delivered to street address) Room/suite <b>c/o Andrew S. Paul, 1275 King Street</b>		<b>G</b> Gross receipts \$ <b>7.</b>
	City or town, state or province, country, and ZIP or foreign postal code <b>Greenwich, CT 06831</b>		<b>H(a)</b> Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <b>H(b)</b> Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions) <b>H(c)</b> Group exemption number ▶
<b>F</b> Name and address of principal officer: <b>Andrew S. Paul</b> <b>1275 King Street, Greenwich, CT 06831</b>			
<b>I</b> Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) ( ) ◀ (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527			
<b>J</b> Website: ▶ <b>N/A</b>			
<b>K</b> Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶			
<b>L</b> Year of formation: <b>2013</b> <b>M</b> State of legal domicile: <b>DE</b>			

**Part I Summary**

<b>Activities &amp; Governance</b>	<b>1</b> Briefly describe the organization's mission or most significant activities: <b>Statement attached</b>		
	<b>2</b> Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	<b>3</b> Number of voting members of the governing body (Part VI, line 1a)	<b>3</b> <b>13</b>	
	<b>4</b> Number of independent voting members of the governing body (Part VI, line 1b)	<b>4</b> <b>13</b>	
	<b>5</b> Total number of individuals employed in calendar year 2013 (Part V, line 2a)	<b>5</b> <b>1</b>	
	<b>6</b> Total number of volunteers (estimate if necessary)	<b>6</b> <b>0</b>	
	<b>7a</b> Total unrelated business revenue from Part VIII, column (C), line 12	<b>7a</b> <b>0.</b>	
<b>b</b> Net unrelated business taxable income from Form 990-T, line 34	<b>7b</b> <b>0.</b>		
<b>Revenue</b>	<b>8</b> Contributions and grants (Part VIII, line 1h)	<b>Prior Year</b>	<b>Current Year</b>
	<b>9</b> Program service revenue (Part VIII, line 2g)		<b>0.</b>
	<b>10</b> Investment income (Part VIII, column (A), lines 3, 4, and 7d)		<b>0.</b>
	<b>11</b> Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)		<b>7.</b>
	<b>12</b> Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)		<b>0.</b>
	<b>13</b> Grants and similar amounts paid (Part IX, column (A), lines 1-3)		<b>0.</b>
	<b>14</b> Benefits paid to or for members (Part IX, column (A), line 4)		<b>0.</b>
	<b>15</b> Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)		<b>68,592.</b>
	<b>16a</b> Professional fundraising fees (Part IX, column (A), line 11e)		<b>0.</b>
	<b>b</b> Total fundraising expenses (Part IX, column (D), line 25) ▶ <b>0.</b>		
<b>Expenses</b>	<b>17</b> Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)		<b>179,736.</b>
	<b>18</b> Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)		<b>248,328.</b>
	<b>19</b> Revenue less expenses. Subtract line 18 from line 12		<b>-248,321.</b>
	<b>20</b> Total assets (Part X, line 16)	<b>Beginning of Current Year</b>	<b>End of Year</b>
<b>Net Assets or Fund Balances</b>	<b>21</b> Total liabilities (Part X, line 26)		<b>52,179.</b>
	<b>22</b> Net assets or fund balances. Subtract line 21 from line 20		<b>300,500.</b>
			<b>-248,321.</b>

**Part II Signature Block**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

<b>Sign Here</b>	Signature of officer <i>Andrew S. Paul</i>	Date <b>10/1/2014</b>
	<b>Andrew S. Paul, Director Secretary &amp; Treasurer</b> Type or print name and title	
<b>Paid Preparer Use Only</b>	Print/Type preparer's name <b>John A. Pontolillo</b>	Preparer's signature <i>John A. Pontolillo</i>
	Firm's name ▶ <b>Sullivan &amp; Cromwell LLP</b>	Date <b>10/3/14</b>
	Firm's address ▶ <b>125 Broad Street</b> <b>New York, NY 10004-2498</b>	Check if self-employed <input type="checkbox"/> PTIN <b>P01210685</b> Firm's EIN ▶ <b>13-5420320</b> Phone no. (212) <b>558-4000</b>

May the IRS discuss this return with the preparer shown above? (see instructions) ☒ Yes ☐ No

**Part III** Statement of Program Service AccomplishmentsCheck if Schedule O contains a response or note to any line in this Part III ☐**1** Briefly describe the organization's mission:Statement attached**2** Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? ☐ Yes ☒ No

If "Yes," describe these new services on Schedule O.

**3** Did the organization cease conducting, or make significant changes in how it conducts, any program services? ☐ Yes ☒ No

If "Yes," describe these changes on Schedule O.

**4** Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.**4a** (Code: ) (Expenses \$ 68,715. Including grants of \$ 0. ) (Revenue \$ 0. )Statement attached**4b** (Code: ) (Expenses \$ Including grants of \$ ) (Revenue \$ )**4c** (Code: ) (Expenses \$ Including grants of \$ ) (Revenue \$ )**4d** Other program services (Describe in Schedule O.)

(Expenses \$ including grants of \$ ) (Revenue \$ )

**4e** Total program service expenses 68,715.

**Part IV Checklist of Required Schedules**

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A	X	
2 Is the organization required to complete Schedule B, Schedule of Contributors?		X
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I		X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II		X
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III		X
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I		X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III		X
9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV		X
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V		X
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI		X
b Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII		X
c Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII		X
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX		X
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X		X
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X		X
12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII		X
b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional		X
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E		X
14a Did the organization maintain an office, employees, or agents outside of the United States?		X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV		X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? If "Yes," complete Schedule F, Parts II and IV		X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? If "Yes," complete Schedule F, Parts III and IV		X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I		X
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II		X
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III		X
20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H		X
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		

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**Part IV Checklist of Required Schedules (continued)**

	Yes	No
21 Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or government on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II		X
22 Did the organization report more than \$5,000 of grants or other assistance to individuals in the United States on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III		X
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J		X
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a		X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I		X
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I		X
26 Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? If so, complete Schedule L, Part II	X	
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? If "Yes," complete Schedule L, Part III		X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV		X
b A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV		X
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV		X
29 Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M		X
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II		X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Schedule R, Part I		X
34 Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1		X
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?		X
b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2		
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2		X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19?		
Note. All Form 990 filers are required to complete Schedule O	X	

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**Part V** Statements Regarding Other IRS Filings and Tax ComplianceCheck if Schedule O contains a response or note to any line in this Part V ☐

		Yes	No
<b>1a</b> Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	1a 0		
<b>b</b> Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b 0		
<b>c</b> Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c		
<b>2a</b> Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a 1		
<b>b</b> If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note: If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	2b	X	
<b>3a</b> Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a		X
<b>b</b> If "Yes," has it filed a Form 990-T for this year? If "No," to line 3b, provide an explanation in Schedule O	3b		
<b>4a</b> At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a		X
<b>b</b> If "Yes," enter the name of the foreign country: See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.			
<b>5a</b> Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a		X
<b>b</b> Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b		X
<b>c</b> If "Yes," to line 5a or 5b, did the organization file Form 8886-T?	5c		
<b>6a</b> Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?	6a		X
<b>b</b> If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b		
<b>7 Organizations that may receive deductible contributions under section 170(c).</b>			
<b>a</b> Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7a		X
<b>b</b> If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b		
<b>c</b> Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c		X
<b>d</b> If "Yes," indicate the number of Forms 8282 filed during the year	7d		
<b>e</b> Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e		X
<b>f</b> Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f		X
<b>g</b> If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g		
<b>h</b> If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h		
<b>8</b> Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8		
<b>9 Sponsoring organizations maintaining donor advised funds.</b>			
<b>a</b> Did the organization make any taxable distributions under section 4966?	9a		
<b>b</b> Did the organization make a distribution to a donor, donor advisor, or related person?	9b		
<b>10 Section 501(c)(7) organizations. Enter:</b>			
<b>a</b> Initiation fees and capital contributions included on Part VIII, line 12	10a		
<b>b</b> Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b		
<b>11 Section 501(c)(12) organizations. Enter:</b>			
<b>a</b> Gross income from members or shareholders	11a		
<b>b</b> Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b		
<b>12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?</b>	12a		
<b>b</b> If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b		
<b>13 Section 501(c)(29) qualified nonprofit health insurance issuers.</b>			
<b>a</b> Is the organization licensed to issue qualified health plans in more than one state? Note: See the instructions for additional information the organization must report on Schedule O.	13a		
<b>b</b> Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b		
<b>c</b> Enter the amount of reserves on hand	13c		
<b>14a</b> Did the organization receive any payments for indoor tanning services during the tax year?	14a		X
<b>b</b> If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	14b		

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**Part VI Governance, Management, and Disclosure** For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response or note to any line in this Part VI

☒**Section A. Governing Body and Management**

	1a	1b	Yes	No
1a Enter the number of voting members of the governing body at the end of the tax year	13			
If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.				
b Enter the number of voting members included in line 1a, above, who are independent		13		
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?			X	
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?				X
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?				X
5 Did the organization become aware during the year of a significant diversion of the organization's assets?				X
6 Did the organization have members or stockholders?			X	
7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?			X	
b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?				X
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:				
a The governing body?			X	
b Each committee with authority to act on behalf of the governing body?				X
9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O				X

**Section B. Policies** (This Section B requests information about policies not required by the Internal Revenue Code.)

	Yes	No
10a Did the organization have local chapters, branches, or affiliates?		X
b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?		
11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?		X
b Describe in Schedule O the process, if any, used by the organization to review this Form 990.		
12a Did the organization have a written conflict of interest policy? If "No," go to line 13	X	
b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	X	
13 Did the organization have a written whistleblower policy?	X	
14 Did the organization have a written document retention and destruction policy?		X
15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a The organization's CEO, Executive Director, or top management official		X
b Other officers or key employees of the organization		X
If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).		
16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		X
b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?		

**Section C. Disclosure**

17 List the states with which a copy of this Form 990 is required to be filed **DE**

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.  
☐ Own website ☐ Another's website ☒ Upon request ☐ Other (explain in Schedule O)

19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: **Andrew S. Paul - (203) 863-6704**  
**1275 King Street, Greenwich, CT 06831**

**Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors**Check if Schedule O contains a response or note to any line in this Part VII ☐**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees****1a** Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See Instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former** directors or trustees that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

☐ Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) Rinaldo Brutoco Director	0.00	X						0.	0.	0.
(2) Ray Chambers Director	0.00	X						0.	0.	0.
(3) Deepak Chopra Chairman & Director	0.00	X						0.	0.	0.
(4) Jim Clifton Director	0.00	X						0.	0.	0.
(5) Alan H. Fleischmann Director	0.00	X						0.	0.	0.
(6) Arianna Huffington Director	0.00	X						0.	0.	0.
(7) Paul Tudor Jones II Director	0.00	X						0.	0.	0.
(8) Blake Mycoskie Director	0.00	X						0.	0.	0.
(9) Jean Oelwang Director	0.00	X						0.	0.	0.
(10) Andrew S. Paul Director, Secretary & Treasurer	0.00	X		X				0.	0.	0.
(11) Paul Scialla Director	0.00	X						0.	0.	0.
(12) Michael Weinstein Director	0.00	X						0.	0.	0.
(13) Jochen Zeitz Director	0.00	X						0.	0.	0.
(14) Kimberly Gladman Chief Administrative Officer	0.00			X				63,718.	0.	0.

**Part VII** Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position <small>(do not check more than one box, unless person is both an officer and a director/trustee)</small>						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
<b>1b Sub-total .....</b>								<b>63,718.</b>	<b>0.</b>	<b>0.</b>
<b>c Total from continuation sheets to Part VII, Section A .....</b>								<b>0.</b>	<b>0.</b>	<b>0.</b>
<b>d Total (add lines 1b and 1c) .....</b>								<b>63,718.</b>	<b>0.</b>	<b>0.</b>

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization ▶

0

	Yes	No
3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual .....	3	X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual .....	4	X
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person .....	5	X

## Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
CT Partners UK Limited 80 Victoria Street, London, UNITED KINGDOM	Executive searches	163,000.
2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization ▶		1



**Part VIII** Statement of RevenueCheck if Schedule O contains a response or note to any line in this Part VIII ☐

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514	
<b>Contributions, Gifts, Grants and Other Similar Amounts</b>	1 a	Federated campaigns	1a				
	b	Membership dues	1b				
	c	Fundraising events	1c				
	d	Related organizations	1d				
	e	Government grants (contributions)	1e				
	f	All other contributions, gifts, grants, and similar amounts not included above	1f				
	g	Noncash contributions included in lines 1a-1f: \$					
	h	Total. Add lines 1a-1f					
<b>Program Service Revenue</b>	Business Code						
	2 a						
	b						
	c						
	d						
	e						
	f	All other program service revenue					
	g	Total. Add lines 2a-2f					
<b>Other Revenue</b>	3	Investment income (including dividends, interest, and other similar amounts)		7.		7.	
	4	Income from investment of tax-exempt bond proceeds					
	5	Royalties					
	6 a	Gross rents	(i) Real	(ii) Personal			
		b	Less: rental expenses				
		c	Rental income or (loss)				
		d	Net rental income or (loss)				
	7 a	Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other			
		b	Less: cost or other basis and sales expenses				
		c	Gain or (loss)				
		d	Net gain or (loss)				
	8 a	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18	a				
		b	Less: direct expenses	b			
		c	Net income or (loss) from fundraising events				
	9 a	Gross income from gaming activities. See Part IV, line 19	a				
		b	Less: direct expenses	b			
		c	Net income or (loss) from gaming activities				
	10 a	Gross sales of inventory, less returns and allowances	a				
		b	Less: cost of goods sold	b			
		c	Net income or (loss) from sales of inventory				
	Miscellaneous Revenue		Business Code				
	11 a						
b							
c							
d		All other revenue					
e		Total. Add lines 11a-11d					
12	Total revenue. See instructions.		7.	0.	0.	7.	

**Part IX Statement of Functional Expenses**

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

Check if Schedule O contains a response or note to any line in this Part IX ☐

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21				
2 Grants and other assistance to individuals in the United States. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	63,718.	50,974.	12,744.	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages				
8 Pension plan accruals and contributions (Include section 401(k) and 403(b) employer contributions)				
9 Other employee benefits				
10 Payroll taxes	4,874.	3,899.	975.	
11 Fees for services (non-employees):				
a Management				
b Legal				
c Accounting				
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)				
12 Advertising and promotion				
13 Office expenses				
14 Information technology				
15 Royalties				
16 Occupancy				
17 Travel				
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization				
23 Insurance				
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a <u>Statement attached</u>	179,736.	13,842.	165,894.	
b				
c				
d				
e All other expenses				
25 <b>Total functional expenses.</b> Add lines 1 through 24e	248,328.	68,715.	179,613.	0.
26 <b>Joint costs.</b> Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

Check here ☐ if following SOP 98-2 (ASC 958-720)

**Part X Balance Sheet**Check if Schedule O contains a response or note to any line in this Part X ☐

		(A) Beginning of year	(B) End of year
<b>Assets</b>	1 Cash - non-interest-bearing .....	1	
	2 Savings and temporary cash investments .....	2	52,179.
	3 Pledges and grants receivable, net .....	3	
	4 Accounts receivable, net .....	4	
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L .....	5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see Instr). Complete Part II of Sch L .....	6	
	7 Notes and loans receivable, net .....	7	
	8 Inventories for sale or use .....	8	
	9 Prepaid expenses and deferred charges .....	9	
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D .....	10a	
	b Less: accumulated depreciation .....	10b	10c
	11 Investments - publicly traded securities .....	11	
	12 Investments - other securities. See Part IV, line 11 .....	12	
	13 Investments - program-related. See Part IV, line 11 .....	13	
	14 Intangible assets .....	14	
	15 Other assets. See Part IV, line 11 .....	15	
16 <b>Total assets.</b> Add lines 1 through 15 (must equal line 34) .....	0. 16	52,179.	
<b>Liabilities</b>	17 Accounts payable and accrued expenses .....	17	
	18 Grants payable .....	18	
	19 Deferred revenue .....	19	
	20 Tax-exempt bond liabilities .....	20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D .....	21	
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L .....	22	300,500.
	23 Secured mortgages and notes payable to unrelated third parties .....	23	
	24 Unsecured notes and loans payable to unrelated third parties .....	24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D .....	25	
	26 <b>Total liabilities.</b> Add lines 17 through 25 .....	0. 26	300,500.
<b>Net Assets or Fund Balances</b>	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.		
	27 Unrestricted net assets .....	0. 27	-248,321.
	28 Temporarily restricted net assets .....	0. 28	0.
	29 Permanently restricted net assets .....	0. 29	0.
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.		
	30 Capital stock or trust principal, or current funds .....	30	
	31 Paid-in or capital surplus, or land, building, or equipment fund .....	31	
	32 Retained earnings, endowment, accumulated income, or other funds .....	32	
	33 <b>Total net assets or fund balances</b> .....	0. 33	-248,321.
34 <b>Total liabilities and net assets/fund balances</b> .....	0. 34	52,179.	

Form 990 (2013)

**Part XI Reconciliation of Net Assets**Check if Schedule O contains a response or note to any line in this Part XI ☐

1	Total revenue (must equal Part VIII, column (A), line 12)	1	7.
2	Total expenses (must equal Part IX, column (A), line 25)	2	248,328.
3	Revenue less expenses. Subtract line 2 from line 1	3	-248,321.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	0.
5	Net unrealized gains (losses) on investments	5	
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	0.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	-248,321.

**Part XII Financial Statements and Reporting**Check if Schedule O contains a response or note to any line in this Part XII ☐

	Yes	No
1 Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other		
If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		
2a Were the organization's financial statements compiled or reviewed by an independent accountant?		X
If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both:		
<input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		
b Were the organization's financial statements audited by an independent accountant?		X
If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both:		
<input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		
c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?		
If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.		
3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		X
b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		

Form 990 (2013)



**Part II** Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ►	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") .....						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf .....						
3 The value of services or facilities furnished by a governmental unit to the organization without charge ...						
4 Total. Add lines 1 through 3 .....						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f) .....						
6 Public support. Subtract line 5 from line 4.						0.

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ►	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
7 Amounts from line 4 .....						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources ...					7.	7.
9 Net income from unrelated business activities, whether or not the business is regularly carried on ...						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) .....						
11 Total support. Add lines 7 through 10						7.
12 Gross receipts from related activities, etc. (see instructions) .....					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here .....						<input checked="" type="checkbox"/>

**Section C. Computation of Public Support Percentage**

14 Public support percentage for 2013 (line 6, column (f) divided by line 11, column (f)) .....	14		%
15 Public support percentage from 2012 Schedule A, Part II, line 14 .....	15		%
16a 33 1/3% support test - 2013. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization .....		<input type="checkbox"/>	
b 33 1/3% support test - 2012. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization .....		<input type="checkbox"/>	
17a 10% -facts-and-circumstances test - 2013. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization .....		<input type="checkbox"/>	
b 10% -facts-and-circumstances test - 2012. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization .....		<input type="checkbox"/>	
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions .....		<input type="checkbox"/>	

Schedule A (Form 990 or 990-EZ) 2013

**Part III Support Schedule for Organizations Described in Section 509(a)(2)**

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ►	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") .....						
<b>2</b> Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose .....						
<b>3</b> Gross receipts from activities that are not an unrelated trade or business under section 513 .....						
<b>4</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf .....						
<b>5</b> The value of services or facilities furnished by a governmental unit to the organization without charge .....						
<b>6</b> Total. Add lines 1 through 5 .....						
<b>7a</b> Amounts included on lines 1, 2, and 3 received from disqualified persons .....						
<b>b</b> Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year .....						
<b>c</b> Add lines 7a and 7b .....						
<b>8</b> Public support. (Subtract line 7c from line 6.) .....						

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ►	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
<b>9</b> Amounts from line 6 .....						
<b>10a</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources .....						
<b>b</b> Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975 .....						
<b>c</b> Add lines 10a and 10b .....						
<b>11</b> Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on .....						
<b>12</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) .....						
<b>13</b> Total support. (Add lines 9, 10c, 11, and 12.) .....						
<b>14</b> First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here. <input type="checkbox"/> .....						

**Section C. Computation of Public Support Percentage**

<b>15</b> Public support percentage for 2013 (line 8, column (f) divided by line 13, column (f)) .....	<b>15</b>		%
<b>16</b> Public support percentage from 2012 Schedule A, Part III, line 15 .....	<b>16</b>		%

**Section D. Computation of Investment Income Percentage**

<b>17</b> Investment income percentage for 2013 (line 10c, column (f) divided by line 13, column (f)) .....	<b>17</b>		%
<b>18</b> Investment income percentage from 2012 Schedule A, Part III, line 17 .....	<b>18</b>		%

**19a** 33 1/3% support tests - 2013. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ☐ .....

**b** 33 1/3% support tests - 2012. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ☐ .....

**20** Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ☐ .....

**Part IV** **Supplemental Information.** Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12.  
Also complete this part for any additional information. (See instructions).

**Schedule A , General Information**

The organization was incorporated on 06/11/13. Therefore,  
the organization's first year is a short year.



**(Form 990 or 990-EZ)**

**Department of the Treasury**  
**Internal Revenue Service**

► Complete if the organization answered "Yes" on Form 990, Part IV, line 25a, 25b, 26, 27, 28a, 28b, or 28c, or Form 990-EZ, Part V, line 38a or 40b.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.  
▶ Information about Schedule L (Form 990 or 990-EZ) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

OMB No. 1545-0047

# 2013

## Open To Public Inspection

Name of the organization

JUST Capital Foundation, Inc.

Employer identification number

**36-4764467**

## Part I

**Excess Benefit Transactions** (section 501(c)(3) and section 501(c)(4) organizations only).

**Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b.**

[illegible]

**2** Enter the amount of tax incurred by the organization managers or disqualified persons during the year under section 4958

**3** Enter the amount of tax, if any, on line 2, above, reimbursed by the organization

## Part II

### **Loans to and/or From Interested Persons.**

Complete if the organization answered "Yes" on Form 990-EZ, Part V, line 38a or Form 990, Part IV, line 26; or if the organization reported an amount on Form 990, Part X, line 5, 6, or 22.

(a) Name of interested person	(b) Relationship with organization	(c) Purpose of loan	(d) Loan to or from the organization?		(e) Original principal amount	(f) Balance due	(g) In default?		(h) Approved by board or committee?		(i) Written agreement?	
			To	From			Yes	No	Yes	No	Yes	No
Paul Tudor Jones	See Pt V	See Pt V	X		300,500.	300,500.		X		X	X	
<b>Total</b>						\$ 300,500.						

## Part III

<b>Total</b>	\$	300,500.
--------------	----	----------

## Part III

### Grants or Assistance Benefiting Interested Persons.

**Complete if the organization answered "Yes" on Form 990, Part IV, line 27.**

[illegible]

**LHA** For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule L (Form 990 or 990-EZ) 2013

See Part V for Continuations

**Part IV** Business Transactions Involving Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No

**Part V** Supplemental Information

Provide additional information for responses to questions on Schedule L (see instructions).

**Schedule L, Part II, Loans To and From Interested Persons:**

(a) Name of Person: Paul Tudor Jones II

(c) Purpose of Loan: Statement attached

**SCHEDULE O**  
**(Form 990 or 990-EZ)**

Department of the Treasury  
Internal Revenue Service

**Supplemental Information to Form 990 or 990-EZ**

Complete to provide information for responses to specific questions on  
Form 990 or 990-EZ or to provide any additional information.

▶ Attach to Form 990 or 990-EZ.

▶ Information about Schedule O (Form 990 or 990-EZ) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

OMB No. 1545-0047

**2013**

Open to Public  
Inspection

Name of the organization

JUST Capital Foundation, Inc.

Employer identification number  
36-4764467

Form 990, Part VI, Section A, line 2:

Statement attached

Form 990, Part VI, Section A, line 6:

Statement attached

Form 990, Part VI, Section A, line 7a:

Statement attached

Form 990, Part VI, Section A, line 8b:

Not applicable

Form 990, Part VI, Section B, line 11:

Statement attached

Form 990, Part VI, Section B, Line 12c:

Statement attached

Form 990, Part VI, Section C, Line 19:

Statement attached

**JUST Capital Foundation, Inc.**  
**Form 990 - Return of Organization Exempt**  
**from Income Tax Under § 501(c)(3)**  
**for the Year Ending December 31, 2013**

**EIN: 36-4764467**

Form 990, Page 1, Part I, Line 1  
and  
Form 990, Page 2, Part III, Line 1  
Organization's Mission

JUST Capital Foundation, Inc. (the "Foundation") is organized and operates exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

In furtherance of its exempt purposes, the Foundation receives money or property by gift, devise or bequest, invests and reinvests the same, and applies the income and principal thereof, as the Board of Directors from time to time determines, either directly or through contributions to any charitable organization or organizations, exclusively for charitable, educational and scientific purposes.

The Foundation will accomplish its exempt purposes through efforts to promote greater corporate responsibility, including by providing research and ratings about the social and environmental performance of the largest publicly-traded companies in the United States.

JUST Capital Foundation, Inc.  
Form 990 - Return of Organization Exempt  
from Income Tax Under § 501(c)(3)  
for the Year Ending December 31, 2013

EIN: 36-4764467

Form 990, Page 2, Part III, Line 4a  
Statement of Program Service Accomplishments

JUST Capital Foundation, Inc. (the "Foundation") will raise awareness about the societal impact of public corporations' activities by conducting and commissioning research, and by issuing publications and ratings on this topic.

It is expected that the Foundation will lead the development of a framework to rate companies on their degree of corporate responsibility. The JUST Capital ratings system will distinguish itself from the many existing ratings of this kind by defining "corporate responsibility" according to the standards of the people of the United States, as discerned through research regarding broad trends and opinions among the general public regarding the importance of certain issues in the context of corporate behavior. The Foundation has engaged a Chief Research Officer who has begun the research regarding corporate responsibility and development of a ratings framework.

**JUST Capital Foundation, Inc.**  
**Form 990 - Return of Organization Exempt**  
**from Income Tax Under § 501(c) (3)**  
**for the Year Ending December 31, 2013**

**EIN: 36-4764467**

Form 990, Page 7, Part VII  
List of Officers, Directors,  
Trustees, and Key Employees

(A) <u>Name and Address</u>	(B) <u>Time</u> <u>Devoted</u>	(C) <u>Title</u>	(D) (E) (F) <u>Compensation</u>
Rinaldo Brutoco World Business Academy 308 E. Carrillo Street Santa Barbara, CA 93101	Part	Director	None
Ray Chambers The MCJ Amelior Foundation 310 South Street, 4th Floor Morristown, NJ 07960	Part	Director	None
Deepak Chopra The Chopra Foundation 2013 Costa Del Mar Road Carlsbad, CA 92009	Part	Chairman and Director	None
Jim Clifton Gallup 901 F Street NW Washington, DC 20004	Part	Director	None
Alan H. Fleischmann Suite 300 West 555 13th Street NW Washington, DC 20004	Part	Director	None

JUST Capital Foundation, Inc.  
Form 990 - Return of Organization Exempt  
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for the Year Ending December 31, 2013

EIN: 36-4764467

Form 990, Page 7, Part VII  
List of Officers, Directors,  
Trustees, and Key Employees (Cont'd)

(A) <u>Name and Address</u>	(B) <u>Time Devoted</u>	(C) <u>Title</u>	(D) (E) (F) <u>Compensation</u>
Arianna Huffington Huffington Post Media Group 770 Broadway, 5th Floor New York, NY 10003	Part	Director	None
Paul Tudor Jones II Tudor Investment Corp. 1275 King Street Greenwich, CT 06831	Part	Director	None
Blake Mycoskie Tom's Shoes 5404 Jandy Place Los Angeles, CA 90066	Part	Director	None
Jean Oelwang Virgin Unite Limited The Battleship Building 179 Harrow Road London, England W26NB	Part	Director	None
Andrew S. Paul Tudor Investment Corp. 1275 King Street Greenwich, CT 06831	Part	Director, Secretary, and Treasurer	None

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for the Year Ending December 31, 2013

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Form 990, Page 7, Part VII  
List of Officers, Directors,  
Trustees, and Key Employees (Cont'd)

(A) <u>Name and Address</u>	(B) <u>Time Devoted</u>	(C) <u>Title</u>	(D) (E) (F) <u>Compensation</u>
Paul Scialla DeLos Living 345 W. 13th Street, Suite #2E New York, NY 10014	Part	Director	None
Michael Weinstein Robin Hood Foundation 826 Broadway, 7th Floor New York, NY 10003	Part	Director	None
Jochen Zeitz Ruelle du four 6 1147 Montricher Switzerland	Part	Director	None
Kimberly Gladman 1601 Centre Street Newton Highlands, MA 02461	Full	Chief Administrative Officer/Chief Research Officer	\$63,718.

All officers and directors devote such time as is needed to perform the duties of their position with the organization.



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Form 990, Page 10, Part IX  
Statement of Functional Expenses

<u>Line 24, Other Expenses</u>	<u>Total Expenses</u>	<u>Program Service Expenses</u>	<u>Management and General Expenses</u>
Cornerstone Capital Inc.			
- One year subscription to Journal of Sustainable Finance and Banking	\$3,600.	\$3,600.	
CT Corporation			
- Corporate name reservation	139.		\$139.
- Incorporation and domestic representation fees	755.		755.
- Application for authority to conduct business in New York	488.		488.
CT Partners UK Limited			
- Search for Chief Administrative/ Research Officer	81,500.		81,500.
- Search for Chief Executive Officer	81,500.		81,500.
Interfaith Center on Corporate Responsibility			
- Affiliate member dues	1,500.	1,500.	
Kimberly Gladman Jackson			
- Airfare, trains, and taxis	2,121.	2,121.	
- Books and subscriptions	321.	321.	
- Conference registration	495.	495.	
- Dental insurance	150.	120.	30.
- Health insurance	3,758.	3,006.	752.
- Hotels and food	1,370.	1,370.	

JUST Capital Foundation, Inc.  
Form 990 - Return of Organization Exempt  
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Form 990, Page 10, Part IX  
Statement of Functional Expenses (Cont'd)

<u>Line 24, Other Expenses (Cont'd)</u>	<u>Total Expenses</u>	<u>Program Service Expenses</u>	<u>Management and General Expenses</u>
Paychex, Inc.			
- Disability insurance	\$21	\$17.	\$4.
- Payroll services	585.		585.
- Unemployment insurance	385.	308.	77.
- Workers compensation insurance	318.	254.	64.
 US SIF - The Forum for Sustainable and Responsible Investment			
- Membership dues	<u>730.</u>	<u>730.</u>	<u>_____.</u>
	<u>\$179,736.</u>	<u>\$13,842.</u>	<u>\$165,894.</u>

JUST Capital Foundation, Inc.  
Form 990 - Return of Organization Exempt  
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Schedule L  
Transactions With Interested Persons  
Statement to Page 2, Part V  
Supplemental Information

Paul Tudor Jones II, a Director, made the following loans to JUST Capital Foundation, Inc. (the "Foundation"):

July 17, 2013	\$85,000.
October 24, 2013	100,000.
November 12, 2013	37,000.
November 19, 2013	59,500.
December 2, 2013	<u>19,000.</u>
Total loans	<u>\$300,500.</u>

Each of the loans is evidenced by a Promissory Note executed on behalf of the Foundation by Andrew S. Paul, Director, Secretary, and Treasurer. The loans were made to provide the Foundation with working capital until individual contributions and grants from the private and non-profit sector are received.

JUST Capital Foundation, Inc.  
Form 990 - Return of Organization Exempt  
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for the Year Ending December 31, 2013

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Schedule O  
Supplemental Information  
Statement to Form 990,  
Part VI, Section A, Line 2

Officers, Directors, Trustees, and Key  
Employees Having a Business Relationship

The officers and directors of JUST Capital Foundation, Inc. related to  
each other through business relationships are as follows:

Paul Tudor Jones II and Andrew S. Paul work together at Tudor Investment  
Corp.

JUST Capital Foundation, Inc.  
Form 990 - Return of Organization Exempt  
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Schedule O  
Supplemental Information  
Statement to Form 990,  
Part VI, Section A, Line 6

Pursuant to ARTICLE I, Section 1.1 of JUST Capital Foundation, Inc.'s (the "Foundation") By-Laws and applicable Delaware law, the Foundation's members consist of the directors of the Foundation in good standing from time to time.

JUST Capital Foundation, Inc.  
Form 990 - Return of Organization Exempt  
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Schedule O  
Supplemental Information  
Statement to Form 990,  
Part VI, Section A, Line 7a

The members of JUST Capital Foundation, Inc. (the "Foundation")  
elect the Foundation's directors (see ARTICLE I, Section 1.3 of the  
Foundation's By-Laws).

**JUST Capital Foundation, Inc.**  
**Form 990 - Return of Organization Exempt**  
**from Income Tax Under § 501(c)(3)**  
**for the Year Ending December 31, 2013**

**EIN: 36-4764467**

Schedule O  
Supplemental Information  
Statement to Form 990,  
Part VI, Section B, Line 11

The financial statements of JUST Capital Foundation, Inc. (the "Foundation") will be reviewed or audited by an independent accountant, as required by the applicable state law, and its Form 990 is reviewed by the Foundation's legal counsel at Sullivan & Cromwell LLP. The Form 990 will be reviewed by the Foundation's Officers, President and Treasurer/Secretary, who are given ample time and opportunity to discuss their comments and questions with the return preparer, the Foundation's legal counsel and, if needed, other members of the Foundation's Board of Directors. Finally, the Foundation will provide a copy of the filed Form 990 to the Board of Directors (each member receiving his or her individual copy), giving the Board an opportunity to provide input and address its questions or comments with the Foundation's legal counsel and Officers before or at the next Board meeting.

JUST Capital Foundation, Inc.  
Form 990 - Return of Organization Exempt  
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Schedule O  
Supplemental Information  
Statement to Form 990,  
Part VI, Section B, Line 12c

Each director, officer, key employee, other staff member, and committee member with governing-board-delegated powers shall, before initial election or appointment and annually thereafter, sign a statement and give such statement to the Secretary of JUST Capital Foundation, Inc. (the "Foundation"), which affirms that such person:

- (a) has received a copy of the Conflict of Interest Policy,
- (b) has read and understands the Conflict of Interest Policy,
- (c) has agreed to comply with the Conflict of Interest Policy,

(d) understands that the Foundation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes (and will endeavor to further such purposes), and

(e) understands that he or she must disclose any conflict of interest; specifically, the director, officer, key employee, other staff member, or committee member must identify, to the best of his or her knowledge any entity of which he or she is an officer, director, trustee, member, owner, or employee and with which the Foundation has a relationship, and any transaction in which the Foundation is a participant.



JUST Capital Foundation, Inc.  
Form 990 - Return of Organization Exempt  
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Schedule O  
Supplemental Information  
Statement to Form 990,  
Part VI, Section C, Line 19

To the extent the governing documents (articles of incorporation and bylaws) and conflict of interest policy of JUST Capital Foundation, Inc. are subject to the Federal public disclosure rules (or state public disclosure rules), these documents are made publicly available as applicable law may require.

# Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

Department of the Treasury  
Internal Revenue Service

- **File a separate application for each return.**  
► **Information about Form 8868 and its instructions is at [www.irs.gov/form8868](http://www.irs.gov/form8868).**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**  
• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

**Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868.

**Electronic filing (e-file).** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see Instructions). For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on **e-file for Charities & Nonprofits**.

**Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).**

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

**All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.**

Type or print	Name of exempt organization or other filer, see Instructions.	Enter filer's identifying number
File by the due date for filing your return. See Instructions.	<b>JUST Capital Foundation, Inc.</b>	Employer identification number (EIN) or
	Number, street, and room or suite no. If a P.O. box, see instructions.	<b>36-4764467</b>
	<b>c/o Andrew S. Paul, 1275 King Street</b>	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see Instructions.	
	<b>Greenwich, CT 06831</b>	

Enter the Return code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

**Andrew S. Paul**

- The books are in the care of ► **1275 King Street - Greenwich, CT 06831**

Telephone No. ► **(203) 863-6704**

Fax No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **August 15, 2014**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

► ☐ calendar year  or

► ☒ tax year beginning **JUN 11, 2013**, and ending **DEC 31, 2013**

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☒ Initial return ☐ Final return  
☐ Change in accounting period

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See Instructions.	3a	\$	0.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	0.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See Instructions.	3c	\$	0.

**Caution.** If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.